



**MIDDLEBURG TOWN COUNCIL
Regular Monthly Meeting Minutes**



Thursday, May 11, 2017

PRESENT: Mayor Betsy A. Davis
Councilmember J. Kevin Daly
Councilmember Kevin Hazard
Councilmember Peter Leonard-Morgan
Councilmember Trowbridge "Bridge" Littleton
Councilmember Philip Miller
Councilmember Mark T. Snyder

STAFF: Martha Mason Semmes, Town Administrator
Martin R. Crim, Town Attorney
Rhonda S. North, MMC, Town Clerk
Ashley M. Bott, Town Treasurer
A.J. Panebianco, Chief of Police
William M. Moore, Town Planner
Cindy C. Pearson, Economic Development Coordinator

ABSENT: Vice Mayor Darlene Kirk

The Town Council of the Town of Middleburg, Virginia held their regular monthly meeting, beginning at 6:00 p.m. on Thursday, May 11, 2017 in the Town Hall Council Chambers, located at 10 W. Marshall Street. Mayor Davis led Council and those attending in the Pledge of Allegiance.

Mayor Davis noted that she, Councilmember Miller, Town Administrator Semmes, EDAC Chair Bataoel, Economic Development Coordinator Pearson, Punkin Lee, DeeDee Hubbard and Melanie Mathews attended the Visit Loudoun Awards Luncheon earlier in the day, during which several members of the community and businesses were nominated for and/or won awards. She advised that the nominees included: Reggie Cooper of the Salamander Resort for the Manager of the Year Award; Visit Middleburg and We Are Open for the Branding/Marketing/Promotional Campaign of the Year Award; and, Kari Bowman, Recreation Director for the Salamander Resort and Christen Garland, Dave Parker, Sr. and Audrey Siler, Sr. of 50 West Vineyard for the Love Loudoun Ambassador of the Year Award. Ms. Davis further advised that German Lopez, Grounds Technician for the Goodstone Inn, won the Back of the House Award; the Mrs. George C. Everhart Memorial Invitational Side Saddle Race won the Annual Event of the Year Award; and, Dr. Sheila Johnson won the Judy Patterson Tourism Award for the Middleburg Film Festival. She noted that she was proud of all of the nominees and thanked Beth Erikson for her assistance in putting on this event.

Public Comment

Jilann Brunett, 21854 Foxcroft Road, noted that she was co-owner of Second Chapter Books and a member and former chair of the Wellhead Protection Advisory Committee (WPAC). She explained that she was appearing before Council with regard to wellhead protection and the Town's water resources. Ms. Brunett reminded Council that she was retired as a staff scientist with the U.S. Geological Survey, whose focus was on ground water quantity and quality. She further reminded

them that the ordinance that established WPAC called for them to establish and implement a wellhead protection plan, which she felt the Committee had done effectively, and to would review options for protecting source water, which she did not believe it had done effectively. Ms. Burnett opined that it had not brought items before the Council very well. She suggested WPAC should advise the Council on the quantity and quality of water, especially in light of the growth of the Salamander property. Ms. Brunett noted that one of the factors that currently affected ground water was active septic systems in town and suggested it would be nice to know where they were and to get those properties connected to the Town's system. She questioned the number of private wells in use in the town and whether there were any that were not closed properly. Ms. Brunett questioned the quality of the source water coming into town and cited an example of two properties located outside of the Town limits that both had bacteria issues, which were from either natural or introduced sources. She noted that the homes could not be sold without installing an ultra violet filtration system. Ms. Brunett advised that this may or may not come to town; however, she noted that if it was at four hundred feet, it was not a new spill. She opined that the Town did not know where its water came from or the potential sources of pollution. Ms. Brunett further opined that the Town did not know how hard it could pull on its wells without affecting their production or whether it would pull in contaminants.

Ms. Brunett noted that the Town's Utility Committee looked at water treatment and delivery. She opined that it had made great strides in improving the delivery system, in shoring up the Town's infrastructure and in preventing losses. Ms. Brunett further noted that they have done things with the Town's budget and rate model. She advised that at this point, she would like for the WPAC to be expanded to include not only protecting the Town's well heads but as an advisory group for the future. Ms. Brunett opined that this may have been the intention of the ordinance that established it and suggested it was not being applied properly. She expressed hope that the Council would make ground water a focus.

Ms. Brunett advised that, on a personal note, the reason she stepped down as chair of WPAC was that she did not believe quarterly meetings were effective for bringing resource issues to the Council. She suggested that while this may be frequent enough, she felt there was too much coming in the near future and she did not believe the WPAC was addressing the issue as effectively as it could. Ms. Brunett advised that she personally tended to let it go too long before she looked at what was on the agenda. She noted that the Council would not hear from WPAC until after the budget was settled and asked the Council to help them look at upcoming issues. Ms. Brunett further asked that if there was a financial component that the Council consider it in the budget process. She reiterated her hope that the Council would keep the water resource as their focus and would ensure good quality and sufficient quantity in the future.

Beth Erikson, President and CEO of Visit Loudoun, reminded Council that she made a presentation before them a couple of months ago. She reported that she would like to move forward with the development of a MOU with the Town. Ms. Erikson explained that the purpose of her appearance before Council was to talk about what Visit Loudoun did beyond what the Council saw on the surface. She reminded them that during her last appearance, she spoke about media, printed collateral and their social media engagements.

Ms. Erikson noted that Visit Loudoun had enjoyed a wonderful financial partnership with the Town for seventeen years. She advised that it started in FY 2000 at a funding level of \$5,000, which had grown over the years. Ms. Erikson thanked Middleburg for that partnership and noted that it was a tremendous part of Visit Loudoun's product.

Ms. Erikson noted that she wanted to focus on the way Visit Loudoun generated TOT (transient occupancy taxes) for the Town. She advised that their efforts went beyond marketing and positioning and explained that they had a sales force, consisting of five people, who worked in concert with Salamander and other hotels and resorts. Ms. Erikson reported that they focused on activities such as

corporate meetings, weddings and sports events. She advised that they went to trade shows and brought business in by generating leads for hotels/resorts and noted that they helped land business in Middleburg, through site visits or packaging Middleburg as a destination. Ms. Erikson reminded Council that visitors wanted to have a great experience and suggested they needed to go into vibrant communities to spend money and engage. She noted that this was what Visit Loudoun did very successfully. Ms. Erikson reported that in 2016, they booked twenty groups, which generated more fifteen hundred room nights that generated \$500,000 in direct revenue for Salamander. She opined that in terms of TOT revenue, she believed they have contributed to an increase for the Town. Ms. Erikson advised that when the collections moved from \$631,000 in 2013 to \$674,000 in FY '16, she knew that Visit Loudoun had a small but important part in that success. She reported that overall, Loudoun County saw a twenty-nine percent increase in wedding room nights and a seven hundred sixty percent increase in meetings, both of which were key markets for Salamander. Ms. Erikson advised that they worked closely with them.

Ms. Erikson advised Council that they hosted twenty-five journalists and went on three international press trips, which resulted in one hundred thirty-eight media placements that included Middleburg. She reported that they delivered two hundred sixty-four million page views with an estimated ad value of \$4 million. Ms. Erikson noted that she had been speaking with Mayor Davis for years and opined that there was an opportunity to formalize their process. She advised that there was a lot of work to be done and noted that she looked forward to working with the Town to identify a better integration with Visit Loudoun. Ms. Erikson opined that there was an opportunity to work more closely when looking at economic development projects. She suggested they could create a platform for strategic planning and maximizing opportunities at both the economic development and Council levels. Ms. Erickson advised that they could bring data related to visitor interest and where people were coming from that could be helpful as the Town was looking at attracting the right retail mix. She suggested that Visit Loudoun could assist the Town in looking at its core objective and advised that the biggest impact they could provide was attracting visitors and county residents to come to Middleburg to shop and support the hospitality businesses. She reiterated that she was looking forward to working with the Town on the development of a MOU and opined that it was important to institutionalize the Town's expectations and what Visit Loudoun was bringing to the discussion. Ms. Erikson asked that as the Council looked at its budget that it consider keeping their funding at the same level as last year. She thanked the Council for their support.

Reggie Cooper, of the Salamander Resort, advised Council that he was a member of Visit Loudoun's Board of Directors; therefore, he was involved in their interactions. He noted that the Goodstone Inn just received a marketing leverage award to help accelerate their marketing program. Mr. Cooper reminded Council that the support that Visit Loudoun offered did not just help one property, but rather helped a lot of businesses in the area. He acknowledged that Salamander enjoyed a great amount of support from Visit Loudoun from public relations to direct business.

Mr. Cooper advised that while Salamander worked with different groups, there were certain leads that used the chain of command, meaning they would start with the State and then go to the regional tourism level. He reported that Visit Loudoun was able to continue that outreach and bring people to Salamander, which then led to people coming to the community to explore Middleburg. Mr. Cooper opined that the Town was fortunate that it had the ability to make sure the County tourism operation had a set of eyes on what it could do for the community.

Mr. Cooper advised that Visit Loudoun was a big supporter of the Middleburg Film Festival and brought in State support for the event. He noted that Ms. Erikson also served on the Board of the Film Festival. Mr. Cooper reminded Council that last week, he shared an article on the top ten film festivals in the world and noted that the Middleburg Film Festival was on the list. He advised that it would have been difficult for the festival to grow without the support of Visit Loudoun. Mr. Cooper expressed hope that the Council would consider Ms. Erikson's request for a MOU. He further

expressed hope that as they worked to provide more TOT revenues to the Town, the Town would provide more funding to Visit Loudoun. Mr. Cooper reminded the Council that the Town would see a direct payback. He noted the impact on the rest of the community from Visit Loudoun's involvement.

Prem Devadas, of the Salamander Resort, agreed with everything Ms. Erikson and Mr. Cooper said with regard to the importance of the relationship and the direct benefit the town received from Visit Loudoun. He noted that he had the opportunity to serve on their Board before the resort was built and had also served on numerous visitors bureau's boards of directors; therefore, he had an understanding of the importance and value of those groups. Mr. Devadas advised that in today's world, groups looking for a new destination were going through official channels as they viewed them to be the best. He opined that the Town's relationship with Visit Loudoun was important. Mr. Devadas acknowledged that Middleburg had an advantage in that it had the highest end luxury option; therefore, it would always get a recommendation from Visit Loudoun.

Mr. Devadas advised Council that the Salamander Resort would not have been in Middleburg, despite the efforts of the Town, if it had not been able to work out a MOU between the Town, Salamander and Loudoun County. He reminded them that initially, the inn was proposed to be located in the County; therefore, all of the tax revenue would have gone to them. Mr. Devadas advised that Loudoun County wanted a true luxury resort and agreed to a boundary line adjustment knowing it was giving up hundreds of thousands of dollars in tax revenue, a lot of which came from the TOT. He noted that in public discussions over the course of a year, he was very clear that this was important to Salamander because what got them over the finish line with the County was that the then Visit Loudoun Director attended public meetings and spoke on their behalf. Mr. Devadas reiterated that the County gave up the TOT taxes and noted that they asked the Town to support Visit Loudoun. He opined that there was a verbal commitment to do so. Mr. Devadas advised that he explained to the Council at that time that he thought it was appropriate to commit to \$50,000 to start and suggested that once they stabilized, it would be well worth it to increase the amount to \$100,000 to be on par with Leesburg. He opined that Visit Loudoun did an incredible job. Mr. Devadas asked that the Town not cut their funding, but increase it.

Dan Morrow, one of the founders of the Middleburg Eccentric, noted that he wanted to speak on the topic on whether the Town should do abbreviated or full context minutes. He opined that from a news perspective, more complete minutes were better as they were a safeguard against people making up the news and noted that there was a transcript of what occurred. Mr. Morrow advised that as a historian, he felt the minutes were priceless. He further advised that when he wrote a story, he read all the meeting minutes and encouraged Council to do the same. Mr. Morrow noted that for some periods, reading the minutes took no time; however, others provided information that was vital and critical. He suggested that if someone wanted to understand what happened with Salamander, the minutes would give them a real, meaningful, truthful context.

Sam Ti, a resident of Middleburg, questioned whether a Go Fund Me account had been set up for Officer Putnam's medical expenses. He further questioned whether the Town would object to his doing so.

Chief Panebianco opined that Officer Putnam had some insurance deductibles; however, he did not know about his expenses. He suggested his family would be grateful for anything anyone wanted to do. Chief Panebianco reported that Officer Putnam was healing well. He noted that he would like to return to work now; however, neither he (Chief) nor his doctor would allow it. Chief Panebianco agreed to contact Officer Putnam to see if he needed anything. He noted that he was grateful for the love that had been shown and thanked Mr. Ti for thinking of him.

Approval of Minutes

Councilmember Snyder moved, seconded by Councilmember Daly, that Council approve the April 7 & 8, 2017 Council Retreat minutes as amended.

Vote: Yes – Councilmembers Daly, Hazard, Leonard-Morgan, Littleton, Miller and Snyder

No – N/A

Abstain: N/A

Absent: Vice Mayor Kirk

(Mayor Davis only votes in the case of a tie.)

Staff Reports

Councilmember Snyder advised that it would be helpful to have a schedule for the water line flushings and to make sure that these dates were being communicated adequately. **Stuart Will, of IES**, confirmed he would provide that information.

Town Administrator Semmes reported that she held phone interviews with two more applicants for the Business & Economic Development Director’s position. She further reported that one of those individuals was scheduled for an interview before the full team next week.

In response to Ms. Brunett’s comment, Town Administrator Semmes advised Council that the Town did have information on water resources in terms of supply versus demand. She noted that she asked the Town’s utility engineer to put that item on the Utility Committee’s agenda so it could be reviewed to make sure the committee was cognizant of Ms. Brunett’s concerns and could discuss if any additional actions needed to be taken by the Town.

Councilmember Snyder advised Council that the Utility Committee looked at these issues periodically and confirmed it was not a missing piece. He reminded Council that while water supply was a concern of both committees, the Utility Committee was responsible for making sure there was an adequate supply for the Town’s utility. Mr. Snyder confirmed it was cognizant of how the utility was doing in terms of available ground water and the capacity of the wells.

Councilmember Littleton noted that the ad for the Business & Economic Development Director position had been out for a couple of months. He questioned whether the staff was looking at alternative ways to find applicants other than postings, such as hiring a recruiter.

Town Administrator Semmes reminded Council that she provided them with some information on a recruiter. She noted that she had also gone on Linked In and contacted other professionals to ask them if they were aware of anyone who would be good for the position. Ms. Semmes advised that she was starting to get referrals and confirmed the staff was not waiting passively.

Councilmember Leonard-Morgan reminded Council that they had a conversation about hiring a recruiter and decided against it due to the cost. Councilmember Littleton advised that he was not suggesting hiring a recruiter. He opined there were other things the Town could do.

Town Administrator Semmes reminded Council that the last time the Town advertised the position, it identified the salary as “depending on qualifications”. She reported that she recently had a good discussion with a very qualified applicant; however, his current salary was over \$136,000, plus he received signing and moving bonuses. Ms. Semmes noted that he also lived in a state with no income tax. She opined that this was something the Town needed to consider.

Councilmember Miller noted that this was not inconsistent with what he was hearing when talking to other localities about the salary for this level of a position.

Town Administrator Semmes suggested the Town must figure out what it wanted this individual to do. She further suggested it hire them to do the essential parts of the job and a consultant to do the remainder.

Councilmember Snyder expressed hope to get someone from Virginia for the position.

Economic Development Coordinator Pearson reminded Council that Imagine A Holistic Approach, at 15 South Madison Street, was holding their grand opening on May 13th. She noted that they offered classes, some of which were taught by local people.

Economic Development Coordinator Pearson noted that she had participated in the phone interviews for her replacement. She advised that it was exciting to talk to the candidates.

Councilmember Littleton thanked Ms. Pearson for her help with the coordination of the Middleburg Futures' Group sessions.

Town Planner Moore reported that in lieu of its regular meeting on May 22nd, the Planning Commission would hold an initial public work shop on the Comprehensive Plan. He noted that it would be held at 6:00 p.m. at the Community Center. Councilmember Hazard invited the members of Council to participate.

Town Treasurer Bott reported that training would begin next week on the new financial software. She further reported that Loudoun County was holding a meeting on May 24th to talk about the consolidation of billings for towns and the County. Ms. Bott noted that the Town Administrator would attend that meeting as she would be working to implement the new software.

Chief of Police Panebianco reported that he had put some posts up on Facebook regarding recent scams and expressed hope that the news media would cover them as well. He advised that a local resident was recently hit with the IRS scam, in which the caller asked for an iTunes card to settle a debt or the individual would be sent to jail. Chief Panebianco noted that another involved someone who called a person and said they were a friend of their son, that he had been arrested and needed to be arraigned quickly and needed money. He explained that the scammers found out about people by going on their Facebook pages and checking out details so they could tell such specific details about a person that they believed them and sent them money. Chief Panebianco explained that he wanted to make people aware that this was going on and suggested that if someone tried to scam a person, he/she should hang up. He explained that the longer you talked to them, the more likely you were to give them some piece of information.

Chief Panebianco noted that Middleburg was pet friendly; however, with it getting warmer, people should not leave dogs in their cars. He confirmed they would deal with these situations, which often involved animal control. Chief Panebianco noted that local residents tended to take offense at this behavior. He reiterated that he placed posts on Facebook to make people aware of these issues. Chief Panebianco reminded Council that people also needed to be aware that they should not leave children in the car.

Councilmember Miller noted the Dominion Power scam that also occurred. Chief Panebianco noted that the scammers researched where payments could be made locally and would reference that location. He further noted that they would tell the individual not to tell anyone else as this was none of their business and would ask the individual to not hang up until the transaction was complete.

Councilmember Leonard-Morgan thanked Chief Panebianco for doing the Drug Take Back Day. Chief Panebianco opined that it was a good day and thanked Go Green for participating. He suggested it was a waste to just have one activity when something else could be promoted at the same time.

Town Administrator Semmes noted that Go Green collected three full boxes of spent batteries.

Councilmember Leonard-Morgan questioned whether it was accurate that the officers who worked Drug Take Back Day volunteered their time. Chief Panebianco reminded Council that they could not volunteer and confirmed they were paid. He noted, however, that these officers were not scheduled to work that day and volunteered to do so.

Town Attorney Crim reported that there was also a utility scam from “the water company” that was occurring. He suggested the need to get the word out to people that the Town would not call them about their bill but rather would send a letter if they were delinquent.

Town Attorney Crim advised Council that he gave a presentation during the VML Regional Supper in Culpeper on short-term rentals, which was well attended. He noted that he provided an outline of his presentation to the Town Planner, at no cost, in case he chose to use it.

Town Attorney Crim reported that he was nearly finished with his review of the Employee Handbook. He advised that he recently discussed this with the Mayor and hoped to wrap his review up shortly.

Town Attorney Crim reminded Council that Charter Technologies had moved out of the Health Center and noted that they filed a motion to non-suit their case, which he signed off on. He noted that he also had former Town Attorney Plowman sign off on the substitution of counsel. Mr. Crim advised that he had not yet received either of those filings back from the court.

Town Attorney Crim reported that he was finishing work on the AT&T lease and noted that he was focusing on the landscaping issue. He suggested that with regard to the re-appointment of Chief Panebianco to the ASAP Board that the motion include language that this was for a term of three years since this was the reason for the re-appointment.

Action Items (non-public hearing related)

Council Appointment – Bull Run Alcohol Safety Action Program

Councilmember Snyder moved, seconded by Councilmember Daly, that Council re-appoint Chief of Police Panebianco to the Bull Run ASAP Policy Board to represent the Town of Middleburg for three years.

Vote: Yes – Councilmembers Daly, Hazard, Leonard-Morgan, Littleton, Miller and Snyder

No – N/A

Abstain: N/A

Absent: Vice Mayor Kirk

(Mayor Davis only votes in the case of a tie.)

Discussion Items

Proposed FY '18 Budget

Town Administrator Semmes noted that the staff made three changes to the budget after their last meeting. She advised that the first was to add the FICA costs associated with the Council's salaries and the second was to add \$20,000 to permit the implementation of a formal employee bonus/merit pay program. Ms. Semmes further advised that she incorporated the alternative economic development budget that the Council discussed during its last meeting. She noted that she also reduced the Virginia Commission for the Arts grant amount to \$9,000 due to the reduced State grant funds. Ms. Semmes reported that the staff also made one change to add an additional \$2,600 under the Administration budget and the billing budget for supplies. She explained that she and the Town Treasurer believe this was warranted given the costs to date and the new positions. Ms. Semmes advised that no changes were made in the Health Center or Utility Fund budgets.

Town Administrator Semmes noted that the Town finally received the VML insurance quote and reported that it increased 14.8% or \$5,474. She reminded Council that this was mostly due to the experience costs, which included a workers comp claim and the hail storm damage. Ms. Semmes advised that it also included optional cyber security coverage, which was \$500. She explained that VML would help if the Town got a ransom virus. Ms. Semmes opined that this would be money well spent. She reminded Council that the insurance costs were spread out over the departments and noted that they would be shown in the next version of the budget.

Councilmember Snyder opined that \$500 was a small amount and noted that this was a serious risk. He questioned what it would cover. Town Administrator Semmes advised Council that she would share the information on the coverage with them.

Town Attorney Crim reported that VML did a presentation on the program during their Regional Supper and noted that it was very impressive. He advised that VML had a team who would come in to assist localities.

Town Administrator Semmes reminded Council that the public hearings on the budget, tax and utility rates have been advertised for the May 25th meeting. She noted that no action was required at this time. Ms. Semmes questioned whether the Council wanted any additional changes, other than the insurance costs, and advised that the staff was not recommending additional changes at this time.

Councilmember Leonard-Morgan questioned whether the Council should discuss increasing the salary for the Business & Economic Development Director. Councilmember Littleton suggested the contingency could be used for that. Councilmember Snyder suggested the Council discuss this once it knew more about the costs.

Town Administrator Semmes reminded Council that the budget included \$30,000 for Visit Loudoun and \$10,000 for the MBPA under the economic development organizational line item. She noted that the staff would need guidance from the Council as to whether this was their intended contribution for next year in order to cut those checks.

Councilmember Littleton questioned the current funding for Visit Loudoun. He further questioned whether the Town always did a MOU with them. Town Administrator Semmes reported that the current funding was \$30,000. She noted that the MOU was a new idea, which was brought up because of last year's discussions. Ms. Semmes advised Council that Visit Loudoun had such an agreement with Leesburg.

Ms. Erikson opined that it was important as it helped to institutionalize the partnership. Town Administrator Semmes agreed and noted that it would allow the Town to know what to expect from Visit Loudoun, including how they would help Middleburg, and Visit Loudoun would know the amount of the Town's contribution.

Councilmember Snyder questioned who was starting the work on the MOU. Town Administrator Semmes confirmed that Ms. Erikson was.

Councilmember Littleton questioned whether Visit Loudoun received donations from any municipalities other than Middleburg, Leesburg and Loudoun County. Ms. Erikson confirmed these were the only ones as they were the only ones that generated TOT revenues. Town Administrator Semmes confirmed that Purcellville did not even have a bed & breakfast. Town Attorney Crim noted that they may, however, have short-term rental units.

Councilmember Littleton noted that Visit Loudoun was not just about TOT and advised that they were responsible for economic development in Loudoun County. He acknowledged that their funding stream was from TOT revenues; however, he noted that their responsibility was not just to people spending the night.

Mayor Davis noted that Ms. Erikson had wonderful numbers; however, they did not begin to capture what Visit Loudoun did for the town. She advised that they offered promotional items that caused people to come here that no one knew about.

Councilmember Miller noted the email the Council received from Reggie Cooper. He advised that it did not say how much people spent in town outside of the resort. Mr. Miller opined that they had no information on their economic impact on the town other than TOT revenues. He suggested there was a huge potential that was not being captured.

Mayor Davis noted that she talked to people all the time and could not tell the Council how many said "they were staying at the resort and they sent us into town".

Councilmember Littleton noted that the Town gave Visit Loudoun \$30,000 this past year. He opined that it was hard to capture the metrics for organizations that provided support in nature. Mr. Littleton noted that no one ever said they went into a store because of Visit Loudoun and opined that they just went in and spent their money. He questioned the percentage of the Town's contribution and noted that Leesburg contributed \$95,000 last year. Mr. Littleton further questioned Leesburg's contribution for the coming year.

Ms. Erikson reported that Leesburg was reducing their contribution to \$60,000 this year. She advised that they made short-term cuts across every program in the budget.

Councilmember Littleton noted that if Leesburg's contribution was \$60,000 and Middleburg's was \$30,000, the Town was paying one-third of the municipalities' budget. He asked whether the MOU could include a measure that Middleburg would get proportional 1:2 representation to Leesburg with regard to referencing its images and businesses. Mr. Littleton opined that this would be fair and advised that he was trying to figure out a way to represent the people in town. He agreed that Visit Loudoun provided great support for Salamander; however, he noted that he did not see any businesses in the audience. Mr. Littleton explained that he wanted to make sure that Middleburg got the same fair shake for its dollar that Leesburg received.

Mayor Davis opined that Visit Loudoun already did this and more. She reminded Council that in the advertising world, when a business did an ad, it should always promote the town as well and advised that the same applied here. Ms. Davis opined that when Visit Loudoun promoted Middleburg, it must

do so using a whole picture approach of visiting Loudoun County. She advised that she could not say enough about Visit Loudoun having seen what they have done over the years. Ms. Davis opined that the Town got way more than what it paid for. She acknowledged that this was discussed before the resort opened and advised that the Town felt that if it saw increased TOT revenues, it should step up and put more money into Visit Loudoun. Ms. Davis reminded Council that this money came back to the Town. She noted that Visit Loudoun did tons of advertising and advised that the Town could not do a lot of individual advertising even for \$50,000 a year.

Town Administrator Semmes advised Council that the draft MOU would allow the Town to integrate their data and harness it for the Town in a specific way. She suggested they could almost be a consultant and advised that the idea was to have them as an extension of the staff as they had the expertise.

Councilmember Snyder opined that if the Town tried to replace Visit Loudoun with a consultant, it would pay a lot more for a lot less. He noted that he challenged Ms. Erikson years ago to provide more data, which she had done. Mr. Snyder suggested the Town needed to take this relationship seriously and opined that a MOU would be a good way to do so.

Councilmember Miller agreed. He noted the need for numbers to back up the Town's economic development efforts. Mr. Miller opined that this was not a donation but rather was an investment. He volunteered to help draft the MOU, as did Councilmember Littleton.

Town Administrator Semmes suggested they draft one with these core ideas and bring it to the Council. She questioned whether they were happy with a \$30,000 contribution.

Councilmember Hazard questioned whether it should be increased. After some discussion, the Council agreed to include \$35,000 in the budget for Visit Loudoun.

Councilmember Miller moved, seconded by Councilmember Daly, that Council change the contribution for Visit Loudoun to \$35,000.

Vote: Yes – Councilmembers Daly, Hazard, Leonard-Morgan, Littleton, Miller and Snyder

No – N/A

Abstain: N/A

Absent: Vice Mayor Kirk

(Mayor Davis only votes in the case of a tie.)

ZTA 17-02 pertaining to definition of personal service business

Town Planner Moore advised Council that this was a follow-up to their March 23rd work session when Councilmember Snyder raised the disposition of the proposed wellhead protection overlay district ordinance. He reminded them that he and the previous Town Attorney had concerns about using that approach for what were some good regulatory elements. Mr. Moore further reminded them that they asked him to brief the Wellhead Protection Committee, which he did. He explained that he took the different regulatory elements from the ordinance and looked at different ways to accomplish them. Mr. Moore noted that some involved the Town Code, which the WPAC was handling, and others involved amendments to the zoning ordinance, but not through an overlay district. He advised Council that the Planning Commission agreed to address the zoning related ones after the Comprehensive Plan update and explained that there may be competing interests that needed to be evaluated. Mr. Moore noted that they also had a lower priority as they involved uses that required a special exception, such as a new gas station; therefore, there was no immediate threat of these things happening.

Town Planner Moore advised that the one thing that was identified that was currently allowable by-right in two zoning districts was on-site dry cleaning. He explained that following the work session, he drafted a zoning text amendment, which the Planning Commission initiated at their March meeting. Mr. Moore reported that they held a public hearing on the ordinance during their April meeting and have forwarded their recommendation. He explained that the amendment would establish a definition in the zoning ordinance for personal service businesses that would specifically exclude on-site dry cleaning. Mr. Moore noted that it also involved some other tweaks, such as removing the outdated reference to telegraphs. He suggested that unless the Council had a concern, this matter would be advertised for a public hearing during Council's June meeting. The Council agreed with that recommendation.

Town Attorney Contact Policy

Town Administrator Semmes advised Council that the Town Attorney suggested this policy and noted that it was something that worked in other jurisdictions. She reminded Council that there were a lot of opportunities for multiple people to contact the Town Attorney and noted the need to control his schedule. Ms. Semmes advised that Mr. Crim had found this policy to be useful in other localities. She noted that under the policy, requests from the staff would be funneled through her and those from the Council would be funneled through the Mayor. Ms. Semmes explained that the policy was not designed to be a sensor, but was to make sure the Town only got one answer if a question was asked multiple times.

Town Attorney Crim explained that from a Town perspective, it controlled the information flow so it would know what was going on and there would not be multiple avenues competing against each other. He further explained that it would allow the Town to have a single point of contact. Mr. Crim advised that he was in favor of the policy as it helped him do his job.

Councilmember Snyder suggested it formalized the informal process that had been in place for years. He opined that there was no abuse of contact with the Town Attorney; however he agreed it would be good to have a policy in order to control the expenses. Mr. Snyder noted that between the Town Administrator and the Mayor, the Town would also know what was going on.

Councilmember Littleton questioned whether the Town Attorney should serve in the role of an ombudsman. He suggested there may be a sensitive or personal item that came up that a member did not want to share with the Town or other members of the Council on which he/she needed an independent, secret opinion. Mr. Littleton questioned whether there was value in having the Town Attorney serve in that role.

Town Attorney Crim reminded Council that the attorney/client relationship was between himself/his firm and the Town, speaking through the Council. He advised that it was not with individual members. Mr. Crim explained that if he had a conversation with a member and someone asked about it, he must tell them about it. He advised that because of the attorney/client relationship, he could not be an ombudsman unless he was directed to do otherwise in the policy. Mr. Crim noted that he would be hesitant to include that provision.

Councilmember Daly noted that the client was not the individual members of Council or the staff but rather was the Town. He suggested that for unity of command, there only needed to be the one or two people channeling requests to the Town Attorney.

Town Attorney Crim noted that he did not bill for short phone calls that did not require follow-up, nor did he bill for short emails. He cited an instance in another jurisdiction in which he was receiving calls from multiple people, before they adopted a policy, which took up a lot of time. Mr. Crim noted that the issue could have been resolved with a meeting.

Councilmember Snyder suggested that if anyone had a conflict of interest question that would take more than five minutes of the Town Attorney's time, they would be well advised to give the Mayor or Town Administrator a heads up. He noted that they did not have to specify the details and only needed to let them know they were contacting him.

Town Attorney Crim advised Council that with regard to COIA, the State Code allowed Town Attorney opinions to be used to protect a councilmember in the case in which they were charged with a violation, which was a criminal charge. He suggested those should be run through the Mayor and Town Administrator so they would be aware of the question.

Councilmember Snyder suggested the question not be run by the Mayor and Town Administrator – only the fact that the member had a question.

The Council agreed it was okay with the policy as presented.

Councilmember Snyder moved, seconded by Councilmember Daly, that the Council adopt the Attorney Contact Policy as presented to Council this evening.

Vote: Yes – Councilmembers Daly, Hazard, Leonard-Morgan, Littleton, Miller and Snyder

No – N/A

Abstain: N/A

Absent: Vice Mayor Kirk

(Mayor Davis only votes in the case of a tie.)

Town Council Meeting Minutes

Town Clerk North reminded Council that she recently provided them with a set of minutes for the April 11th meeting that was more summary in nature as opposed to being more verbatim in nature. She questioned whether the Council had a preference for how they wished her to prepare the minutes and noted that she was happy to do them either way.

Councilmember Leonard-Morgan noted that, as a new Councilmember, he had been looking through the Council minutes and advised that he found the detailed minutes to be very helpful. He noted Dan Morrow's previous comments about archiving and researching the minutes in the future to explain how the Town got where it was. Mr. Leonard-Morgan advised that he supported the continuation of detailed minutes.

Councilmember Snyder advised that he supported more detailed minutes as well. He opined that it was helpful to go back to look at someone's argument and at other points of view. Mr. Snyder suggested this could be very illustrative in developing one's own point of view. He advised that it was helpful to know what was said and noted that if it was summarized, this would be lost.

Councilmember Daly questioned whether detailed minutes were being prepared for every committee meeting. Town Clerk North reported that she did minutes for the Council, Planning Commission, HDRC and BZA. She noted, however, that the BZA had only met twice in the last ten years. Ms. North advised that she also did minutes for the Wellhead Protection Committee; however, she only did summary minutes for that body.

Councilmember Daly questioned whether the Town Clerk had duties other than drafting the meeting minutes. He further questioned the amount of time the Town Clerk had to spend on those additional duties. Town Clerk North confirmed she did have other duties and that she did not have as much time to spend on them as she would like. She advised that if she worked on the minutes at home where she had no interruptions, she could prepare a typical set in a day.

Councilmember Snyder questioned whether the Council was talking about the level of detail in the Council meeting minutes only. He noted that usually the committee's guided the Town Clerk on the level of detail they wanted in their minutes. Mr. Snyder opined that the committees were fine with the level of minutes and suggested that if they were not, they would let the Town Clerk know. He opined that the Council wanted detailed minutes.

Councilmember Littleton opined that the HDRC and Planning Commission minutes were to the same level as the Council minutes. Town Clerk North confirmed they were.

Councilmember Daly questioned whether the Council would set a policy on the level of detail for the committee minutes or whether they needed to find out how the committees wanted them. Councilmember Snyder noted that the committees identified the level of detail they preferred.

Councilmember Hazard opined that executive summary minutes were not appropriate for the Planning Commission. He further opined that this would mean doing a single sheet for twenty pages worth of minutes.

Town Clerk North explained that the reason she provided the Council with a copy of the April meeting minutes in summary was so they would have some idea of what she meant by "summary minutes". She advised that typically those minutes would have exceeded twenty pages; however, by making them more summary in nature, they were only eleven pages. Ms. North opined that summary minutes would reduce the volume by approximately one half.

Councilmember Littleton advised Council that he was the member who initially had a discussion with the Town Clerk about the meeting minutes. He noted that she spent eight hours on the minutes for one meeting, assuming she did not get interrupted. Mr. Littleton distributed a summary of the amount of time the Town Clerk spent on meeting minutes in one year for all of the meetings and the impact of that. He suggested the discussion the Council needed to have was not what was being typed, but rather the requirements and what the Council wanted. Mr. Littleton further suggested the Council should ask itself what were the other options to accomplish the requirements that did not require the Town Clerk to physically type them out. He advised that based on the Town Clerk spending six and a half hours per meeting, including the Town Council and all of the committees, she would spend a total of three hundred seventy-seven hours a year preparing meeting minutes. Mr. Littleton reminded Council that Ms. North was an incredibly talented, smart, efficient and effective individual who brought a lot of capability to the Town and noted that the Council was having her spend forty-seven work days a year, or almost three months, doing court reporter type of work. He advised that he was not saying there was not value in detailed minutes; however, he noted that she was spending twenty percent of her time doing them. Mr. Littleton questioned whether there were other value added activities that Ms. North could be doing for the Town that would actually make an impact for the Town other than the minutes. He agreed the Town needed the minutes; however, he questioned whether there was another way to do them. Mr. Littleton advised Council that he did some research and found that Leesburg, Purcellville, Herndon and Fairfax no longer prepared minutes in this manner. He further advised that what they did was to video tape the meeting and noted that there was free software available to create a transcript from the video tape. Mr. Littleton explained that within one hour of the meeting, a transcript would be prepared that would identify every single word spoken and allow an individual to find the location of that word in both the transcript and the video simply by

typing it in. He questioned what the Council wanted and needed and what was the most effective way to get that. Mr. Littleton noted the need to do additional research; however, he opined that the Council could meet the goal of preserving the history of the Town.

Councilmember Leonard-Morgan inquired as to the legal requirements for meeting minutes. Town Attorney Crim advised Council that the legal requirements were to have all of the motions and the substance of the discussions. He advised that within those parameters, there was not a lot of guidance and noted that the Town had a lot of discretion. Mr. Crim noted that the minutes needed to include the members present, the motions made and the discussion.

Councilmember Leonard-Morgan opined that if the technology existed to prepare the minutes that would make it easier and more accurate, the Council should look at it.

Councilmember Miller noted that it would also free up valuable capability to the Town. He noted that he was in favor of moving to a video system. Mr. Miller opined that as far as accuracy in the news, one could not get more accurate information than by watching the tape. He expressed appreciation that the Middleburg Eccentric attended the last meeting and videotaped it.

Mr. Morrow noted that the software was excellent. Councilmember Littleton opined that it was incredible. Councilmember Miller noted that it would footnote the video to individual points in the event someone wanted to listen only to a certain portion of rather than the entire meeting tape. He opined that it was a great historical record and was more engaging than reading minutes. Mr. Miller reminded Council that during their visioning session, they discussed engaging the community and doing a better job of communicating what the Council did and suggested this would be a good way of doing that. He suggested it would be more engaging to look at what was actually occurring during the meeting rather than getting printed minutes. Mr. Miller opined that the Council could not put a price on alleviating Ms. North of using her time to prepare the minutes.

Mayor Davis noted that if the Council moved to this system, it would create a word-for-word transcript. She suggested the need to still have meeting minutes that could be approved by the Council. Ms. Davis questioned whether the software could create the summary.

Councilmember Littleton suggested the need to understand the Council's requirements and what technology could do. He further suggested the Town Clerk may still have to prepare a three or four page summary that met the legal requirements and were approved by the Council. Councilmember Miller suggested those could be done in two hours as opposed to eight.

Councilmember Hazard questioned whether the Council could approve the transcript, which would be a verbatim set of minutes. Town Attorney Crim suggested they must still be massaged.

Councilmember Snyder noted that this was an evolving technology and advised that he would hate to play an eight track tape now. He further noted that technology changed. Mr. Snyder advised that he would like to investigate this; however, he noted the need to address the legal and the Council's requirements and for this to be practical for the Town Clerk. He advised that even if the Council went to video, he would like to have a paper backup so people could look at them years from now in the event the technology was obsolete and the data could no longer be retrieved.

Councilmember Littleton agreed. He reiterated the need to understand the Town's requirements.

Town Clerk North suggested she prepare a summary set of minutes, with the transcript being attached to them.

The Council agreed to investigate this. They asked that in the meantime, they continue to receive detailed minutes.

Councilmember Littleton noted that C-Span taped everything done by Congress and advised that their system provided both a transcript and a summary. He suggested it summarized itself as it was available the next morning.

Councilmember Littleton volunteered to work with the Town Clerk to identify the possibilities, including the budget and the equipment needed.

Councilmember Hazard noted the need for a data bank to store the information. Mayor Davis noted that the Town would continue to have paper minutes that would be stored in the minute books.

Information Items

Councilmember Littleton reported that the Middleburg Futures' Group met earlier in the week to identify where it wanted to go. He opined that they were in great shape and had a lot of energy. Mr. Littleton reported that they were focusing on three areas – creating the right marketing and branding for the town that could be used across all platforms; how to do the right outreach for the economic development community and visitors to draw people in; and, how to develop the uniquely Middleburg experience that people would enjoy. He explained that three working groups would meet and the entire group would meet once a month. Mr. Littleton advised that they had one long-term and two or three short-term goals that were interconnected. He noted that after their first month of working, he would return and give a status report to the Council. Mr. Littleton advised that the facilitator would put together a full report and noted that, once available, he would provide it to the Council.

Councilmember Snyder questioned whether this was done under the auspices of the Middleburg Business & Professional Association. He further questioned whether the Council voted to authorize the Town's participation. Councilmember Littleton explained that the group consisted of three members of the Council, a member of the Planning Commission, three members of EDAC and three members of the MBPA. He confirmed the Council discussed it. Councilmember Hazard noted that while this was not a Town group, the Council did vote to help pay for the facilitator.

Councilmember Snyder asked that the minutes always capture how the Council authorized the expenditure funds and how the selection was made for the services.

Councilmember Hazard questioned whether the Middleburg Futures' Group had talked with Visit Loudoun and noted that they had key information that could be helpful, as well as expertise along the lines of what the group was trying to do.

Councilmember Miller noted that the Economic Development Coordinator was a part of the Futures' Group and served on the Visit Loudoun Board. He further noted that the chairs of all three groups involved in the Middleburg Futures' Group attended the Visit Loudoun event held earlier in the day. Mr. Miller confirmed they were aware of the need to work with Visit Loudoun.

Town Administrator Semmes distributed copies of a chart that Ms. Brunett left for the Council. She noted that she previously shared it with the Utility Committee. Ms. Semmes explained that this was Ms. Brunett's take on what the different committees were doing and what she thought was not being done. Ms. Semmes noted that she had discussed this with Ms. Brunett in the past.

Closed Session – (1) Property Acquisition, (2) Appointment to Middleburg Arts Council and (3) Resignation of a Town Employee

Councilmember Daly moved, seconded by Councilmember Miller, that Council go into closed session as allowed under the Virginia Freedom of Information Act Section 2.2-3711(A)(3) and (1) pertaining to the acquisition of real property for a public purpose and for the discussion, consideration or interviews of prospective candidates for employment, assignment, appointment, promotion, performance, demotion, salaries, disciplining or resignation of specific public officers, appointees or employees of the public body. Councilmember Daly further moved, seconded by Councilmember Miller, that these matters be limited to (1) potential property acquisition within the Town limits, (2) an appointment to the Middleburg Arts Council and (3) the resignation of a Town employee. Councilmember Daly further moved, seconded by Councilmember Miller, that in addition to the Council, the following individuals be present during the closed session: Martha Mason Semmes, Will Moore and Martin Crim for the first part, Martha Mason Semmes and Rhonda North for the second part and Martha Mason Semmes and Will Moore for the third part. Councilmember Daly further moved, seconded by Councilmember Miller, that the Council thereafter reconvene in open session for action as appropriate.

Vote: Yes – Councilmembers Daly, Hazard, Leonard-Morgan, Littleton, Miller and Snyder
No – N/A
Abstain: N/A
Absent: Vice Mayor Kirk
(Mayor Davis only votes in the case of a tie.)

Mayor Davis asked that Council certify that to the best of each member’s knowledge (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the closed meeting, which each member so did. She reminded those present for the closed session that any discussion that occurred within it should be treated as confidential.

Councilmember Snyder moved, seconded by Councilmember Daly, that the Council appoint Melissa Craig to the Middleburg Arts Council to fill the term expiring June 14, 2018.

Vote: Yes – Councilmembers Daly, Hazard, Leonard-Morgan, Littleton, Miller and Snyder
No – N/A
Abstain: N/A
Absent: Vice Mayor Kirk
(Mayor Davis only votes in the case of a tie.)

There being no further business, Mayor Davis declared the meeting adjourned at 8:50 p.m.

APPROVED:

Betsy A. Davis, MAYOR

ATTEST:

Rhonda S. North, MMC, Town Clerk